

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON THE REVERSE OF THE FORM.)

I. (a) PLAINTIFFS Equipment Finance, LLC (b) County of Residence of First Listed Plaintiff <u>Lancaster</u> (EXCEPT IN U.S. PLAINTIFF CASES) (c) Attorney's (Firm Name, Address, and Telephone Number) Alan C. Gershenson, Esq., Lamm Rubenstone, LLC, 3600 Horizon Blvd, Suite 200, Trevoze, PA 19053; 215-638-9330	DEFENDANTS Carolyn Horn, d/b/a Carolyn Horn Used Equipment County of Residence of First Listed Defendant <u>Talladega</u> (IN U.S. PLAINTIFF CASES ONLY) NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE LAND INVOLVED. Attorneys (If Known)
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II. BASIS OF JURISDICTION (Place an "X" in One Box Only)	III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)																								
<input type="checkbox"/> 1 U.S. Government Plaintiff <input type="checkbox"/> 2 U.S. Government Defendant <input type="checkbox"/> 3 Federal Question (U.S. Government Not a Party) <input checked="" type="checkbox"/> 4 Diversity (Indicate Citizenship of Parties in Item III)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th></th> <th>PTF</th> <th>DEF</th> <th></th> <th>PTF</th> <th>DEF</th> </tr> <tr> <td>Citizen of This State</td> <td><input type="checkbox"/> 1</td> <td><input type="checkbox"/> 1</td> <td>Incorporated or Principal Place of Business In This State</td> <td><input checked="" type="checkbox"/> 4</td> <td><input type="checkbox"/> 4</td> </tr> <tr> <td>Citizen of Another State</td> <td><input type="checkbox"/> 2</td> <td><input checked="" type="checkbox"/> 2</td> <td>Incorporated and Principal Place of Business In Another State</td> <td><input type="checkbox"/> 5</td> <td><input type="checkbox"/> 5</td> </tr> <tr> <td>Citizen or Subject of a Foreign Country</td> <td><input type="checkbox"/> 3</td> <td><input type="checkbox"/> 3</td> <td>Foreign Nation</td> <td><input type="checkbox"/> 6</td> <td><input type="checkbox"/> 6</td> </tr> </table>		PTF	DEF		PTF	DEF	Citizen of This State	<input type="checkbox"/> 1	<input type="checkbox"/> 1	Incorporated or Principal Place of Business In This State	<input checked="" type="checkbox"/> 4	<input type="checkbox"/> 4	Citizen of Another State	<input type="checkbox"/> 2	<input checked="" type="checkbox"/> 2	Incorporated and Principal Place of Business In Another State	<input type="checkbox"/> 5	<input type="checkbox"/> 5	Citizen or Subject of a Foreign Country	<input type="checkbox"/> 3	<input type="checkbox"/> 3	Foreign Nation	<input type="checkbox"/> 6	<input type="checkbox"/> 6
	PTF	DEF		PTF	DEF																				
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Citizen or Subject of a Foreign Country	<input type="checkbox"/> 3	<input type="checkbox"/> 3	Foreign Nation	<input type="checkbox"/> 6	<input type="checkbox"/> 6																				

IV. NATURE OF SUIT (Place an "X" in One Box Only)					
CONTRACT <input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loans (Excl. Veterans) <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input type="checkbox"/> 160 Stockholders' Suits <input checked="" type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability <input type="checkbox"/> 196 Franchise	TORTS PERSONAL INJURY <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Federal Employers' Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury PERSONAL INJURY <input type="checkbox"/> 362 Personal Injury - Med. Malpractice <input type="checkbox"/> 365 Personal Injury - Product Liability <input type="checkbox"/> 368 Asbestos Personal Injury Product Liability PERSONAL PROPERTY <input type="checkbox"/> 370 Other Fraud <input type="checkbox"/> 371 Truth in Lending <input type="checkbox"/> 380 Other Personal Property Damage <input type="checkbox"/> 385 Property Damage Product Liability	FORFEITURE/PENALTY <input type="checkbox"/> 610 Agriculture <input type="checkbox"/> 620 Other Food & Drug <input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881 <input type="checkbox"/> 630 Liquor Laws <input type="checkbox"/> 640 R.R. & Truck <input type="checkbox"/> 650 Airline Regs. <input type="checkbox"/> 660 Occupational Safety/Health <input type="checkbox"/> 690 Other LABOR <input type="checkbox"/> 710 Fair Labor Standards Act <input type="checkbox"/> 720 Labor/Mgmt. Relations <input type="checkbox"/> 730 Labor/Mgmt. Reporting & Disclosure Act <input type="checkbox"/> 740 Railway Labor Act <input type="checkbox"/> 790 Other Labor Litigation <input type="checkbox"/> 791 Empl. Ret. Inc. Security Act IMMIGRATION <input type="checkbox"/> 462 Naturalization Application <input type="checkbox"/> 463 Habeas Corpus - Alien Detainee <input type="checkbox"/> 465 Other Immigration Actions	BANKRUPTCY <input type="checkbox"/> 422 Appeal 28 USC 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157 PROPERTY RIGHTS <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 840 Trademark SOCIAL SECURITY <input type="checkbox"/> 861 HIA (1395ff) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 DIWC/DIWW (405(g)) <input type="checkbox"/> 864 SSID Title XVI <input type="checkbox"/> 865 RSI (405(g)) FEDERAL TAX SUITS <input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS—Third Party 26 USC 7609	OTHER STATUTES <input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 480 Consumer Credit <input type="checkbox"/> 490 Cable/Sat TV <input type="checkbox"/> 810 Selective Service <input type="checkbox"/> 850 Securities/Commodities/Exchange <input type="checkbox"/> 875 Customer Challenge 12 USC 3410 <input type="checkbox"/> 890 Other Statutory Actions <input type="checkbox"/> 891 Agricultural Acts <input type="checkbox"/> 892 Economic Stabilization Act <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 894 Energy Allocation Act <input type="checkbox"/> 895 Freedom of Information Act <input type="checkbox"/> 900 Appeal of Fee Determination Under Equal Access to Justice <input type="checkbox"/> 950 Constitutionality of State Statutes	REAL PROPERTY <input type="checkbox"/> 210 Land Condemnation <input type="checkbox"/> 220 Foreclosure <input type="checkbox"/> 230 Rent Lease & Ejectment <input type="checkbox"/> 240 Torts to Land <input type="checkbox"/> 245 Tort Product Liability <input type="checkbox"/> 290 All Other Real Property CIVIL RIGHTS <input type="checkbox"/> 441 Voting <input type="checkbox"/> 442 Employment <input type="checkbox"/> 443 Housing/Accommodations <input type="checkbox"/> 444 Welfare <input type="checkbox"/> 445 Amer. w/Disabilities - Employment <input type="checkbox"/> 446 Amer. w/Disabilities - Other <input type="checkbox"/> 440 Other Civil Rights PRISONER PETITIONS <input type="checkbox"/> 510 Motions to Vacate Sentence <input type="checkbox"/> 530 General <input type="checkbox"/> 535 Death Penalty <input type="checkbox"/> 540 Mandamus & Other <input type="checkbox"/> 550 Civil Rights <input type="checkbox"/> 555 Prison Condition

V. ORIGIN (Place an "X" in One Box Only)							
<input checked="" type="checkbox"/> 1 Original Proceeding	<input type="checkbox"/> 2 Removed from State Court	<input type="checkbox"/> 3 Remanded from Appellate Court	<input type="checkbox"/> 4 Reinstated or Reopened	<input type="checkbox"/> 5 Transferred from another district (specify)	<input type="checkbox"/> 6 Multidistrict Litigation	<input type="checkbox"/> 7 Appeal to District Judge from Magistrate Judgment	

VI. CAUSE OF ACTION	Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity): <u>28 U.S.C. Section 1332(A) (1)</u> Brief description of cause: <u>Breach of Implied Contract</u>
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VII. REQUESTED IN COMPLAINT:	<input type="checkbox"/> CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23	DEMAND \$ <u>1,014,700.00</u>	CHECK YES only if demanded in complaint: JURY DEMAND: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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VIII. RELATED CASE(S) IF ANY	(See instructions): JUDGE _____	DOCKET NUMBER _____
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DATE <u>June 11, 2009</u>	SIGNATURE OF ATTORNEY OF RECORD
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RECEIPT # _____	AMOUNT _____	APPLYING IFP _____	JUDGE _____	MAG. JUDGE _____
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IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

CASE MANAGEMENT TRACK DESIGNATION FORM

EQUIPMENT FINANCE, LLC

CIVIL ACTION

v.

CAROLYN HORN d/b/a


CAROLYN HORN USED EQUIPMENT

NO.

In accordance with the Civil Justice Expense and Delay Reduction Plan of this court, counsel for plaintiff shall complete a case Management Track Designation Form in all civil cases at the time of filing the complaint and serve a copy on all defendants. (See § 1:03 of the plan set forth on the reverse side of this form.) In the event that a defendant does not agree with the plaintiff regarding said designation, that defendant shall, with its first appearance, submit to the clerk of court and serve on the plaintiff and all other parties, a case management track designation form specifying the track to which that defendant believes the case should be assigned.

SELECT ONE OF THE FOLLOWING CASE MANAGEMENT TRACKS:

- (a) Habeas Corpus – Cases brought under 28 U.S.C. §2241 through §2255. ()
- (b) Social Security – Cases requesting review of a decision of the Secretary of Health and Human Services denying plaintiff Social Security Benefits ()
- (c) Arbitration – Cases required to be designated for arbitration under Local Civil Rule 53.2. ()
- (d) Asbestos – Cases involving claims for personal injury or property damage from exposure to asbestos. ()
- (e) Special Management – Cases that do not fall into tracks (a) through (d) that are commonly referred to as complex and that need special or intense management by the court. (See reverse side of this form for a detailed explanation of special management cases.) ()
- (f) Standard Management – Cases that do not fall into any one of the other tracks. (X)

6-11-09	Alan C. Gershenson, Esq.	
Date	Attorney-at-law	Attorney for Plaintiff
215-638-9330	215-638-2867	AGERSHENSON@LAMMRUBENSTONE.COM
Telephone	FAX Number	E-Mail Address

UNITED STATES DISTRICT COURT

FOR THE EASTERN DISTRICT OF PENNSYLVANIA — DESIGNATION FORM to be used by counsel to indicate the category of the case for the purpose of assignment to appropriate calendar.

Address of Plaintiff: P.O. Box 5366, Lancaster, PA 17606-5366

Address of Defendant: 2177 Horns Valley Road, Talladega, AL 35160

Place of Accident, Incident or Transaction: Lancaster County, PA

(Use Reverse Side For Additional Space)

Does this civil action involve a nongovernmental corporate party with any parent corporation and any publicly held corporation owning 10% or more of its stock?

(Attach two copies of the Disclosure Statement Form in accordance with Fed.R.Civ.P. 7.1(a))

Yes ☒ No ☐

Does this case involve multidistrict litigation possibilities?

Yes ☐ No ☒

RELATED CASE, IF ANY:

Case Number: _____ Judge _____ Date Terminated: _____

Civil cases are deemed related when yes is answered to any of the following questions:

1. Is this case related to property included in an earlier numbered suit pending or within one year previously terminated action in this court?
Yes ☐ No ☒
2. Does this case involve the same issue of fact or grow out of the same transaction as a prior suit pending or within one year previously terminated action in this court?
Yes ☐ No ☒
3. Does this case involve the validity or infringement of a patent already in suit or any earlier numbered case pending or within one year previously terminated action in this court?
Yes ☐ No ☒
4. Is this case a second or successive habeas corpus, social security appeal, or pro se civil rights case filed by the same individual?
Yes ☐ No ☒

CIVIL: (Place ☒ in ONE CATEGORY ONLY)

A. Federal Question Cases:

1. ☐ Indemnity Contract, Marine Contract, and All Other Contracts
2. ☐ FELA
3. ☐ Jones Act-Personal Injury
4. ☐ Antitrust
5. ☐ Patent
6. ☐ Labor-Management Relations
7. ☐ Civil Rights
8. ☐ Habeas Corpus
9. ☐ Securities Act(s) Cases
10. ☐ Social Security Review Cases
11. ☐ All other Federal Question Cases
(Please specify)

B. Diversity Jurisdiction Cases:

1. ☒ Insurance Contract and Other Contracts
2. ☐ Airplane Personal Injury
3. ☐ Assault, Defamation
4. ☐ Marine Personal Injury
5. ☐ Motor Vehicle Personal Injury
6. ☐ Other Personal Injury (Please specify)
7. ☐ Products Liability
8. ☐ Products Liability — Asbestos
9. ☐ All other Diversity Cases
(Please specify)

ARBITRATION CERTIFICATION

(Check appropriate Category)

I, Alan C. Gershenson, Esq., counsel of record do hereby certify:

☐ Pursuant to Local Civil Rule 53.2, Section 3(c)(2), that to the best of my knowledge and belief, the damages recoverable in this civil action case exceed the sum of \$150,000.00 exclusive of interest and costs;

☐ Relief other than monetary damages is sought.

DATE: 6-11-09

Alan Gershenson
Attorney-at-Law

09925

Attorney I.D.#

NOTE: A trial de novo will be a trial by jury only if there has been compliance with F.R.C.P. 38.

I certify that, to my knowledge, the within case is not related to any case now pending or within one year previously terminated action in this court except as noted above.

DATE: 6-11-09

Alan Gershenson
Attorney-at-Law

09925

Attorney I.D.#

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

EQUIPMENT FINANCE, LLC

V.

CAROLYN HORN d/b/a

CAROLYN HORN USED EQUIPMENT

Civil Action

No: _____

DISCLOSURE STATEMENT FORM

Please check one box:

- ☐ The nongovernmental corporate party, _____, in the above listed civil action does not have any parent corporation and publicly held corporation that owns 10% or more of its stock.
- ☒ The nongovernmental corporate party, Equipment Finance, LLC, in the above listed civil action has the following parent corporation(s) and publicly held corporation(s) that owns 10% or more of its stock:

PNC Financial Services Group, Inc.One PNC Plaza249 Fifth AvenuePittsburgh, PA 15222-2707

June 11, 2009
Date


Signature

Counsel for: Equipment Finance, LLC**Federal Rule of Civil Procedure 7.1 Disclosure Statement**

- (a) WHO MUST FILE; CONTENTS. A nongovernmental corporate party must file two copies of a disclosure statement that:
- (1) identifies any parent corporation and any publicly held corporation owning 10% or more of its stock; or
 - (2) states that there is no such corporation.
- (b) TIME TO FILE; SUPPLEMENTAL FILING. A party must:
- (1) file the disclosure statement with its first appearance, pleading, petition, motion, response, or other request addressed to the court; and
 - (2) promptly file a supplemental statement if any required information changes.

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

EQUIPMENT FINANCE, LLC

V.

CAROLYN HORN d/b/a

CAROLYN HORN USED EQUIPMENT

:
:
:
:
:

Civil Action

No: _____

DISCLOSURE STATEMENT FORM

Please check one box:

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June 11, 2009
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(1) file the disclosure statement with its first appearance, pleading, petition, motion, response, or other request addressed to the court; and

(2) promptly file a supplemental statement if any required information changes.

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

EQUIPMENT FINANCE, LLC

P.O. Box 5366

Lancaster, PA 17606-5366

Plaintiff,

v.

CAROLYN HORN

d/b/a Carolyn Horn Used Equipment

2177 Horns Valley Road

Talladega, Alabama 35160

Defendants.

CIVIL ACTION

COMPLAINT

Plaintiff Equipment Finance LLC, by and through its undersigned attorneys, Lamm Rubenstone LLC, brings this action against the above-named Defendant Carolyn Horn d/b/a Carolyn Horn Used Equipment, and in support thereof, avers as follows:

1. Plaintiff, Equipment Finance LLC ("EFI") is a limited liability company organized and existing under the laws of the Commonwealth of Pennsylvania, with a place of business located in East Petersburg, Pennsylvania 17520, and a mailing address at P.O. Box 5366, Lancaster, PA 17606-5366. EFI's sole member is PNC Bank, National Association, which has its main office in Pittsburgh, Pennsylvania and is a citizen solely of the Commonwealth of Pennsylvania. *Wachovia Bank, National Association, v. Schmidt*, 546 U.S. 303 (2006).

2. Defendant Carolyn Horn is an individual who is a citizen of the State of Alabama and conducts an un-incorporated business known as Carolyn Horn Used Equipment at 2177 Horns Valley Road, Talladega, Alabama, 35160.

3. The matter in controversy herein exceeds, exclusive of interest and costs, the sum of Seventy Five Thousand Dollars (\$75,000.00). Jurisdiction is based on diversity of citizenship under 28 U.S.C. §1332 and venue is proper under 28 U.S.C. §1391.

4. EFI is in the business of lending money to be used for the purchase of equipment. Carolyn Horn is, or purports to be, in the business of selling used equipment.

5. Over the course of several years, EFI paid money directly to Carolyn Horn to finance the purchase of equipment that Carolyn Horn was supposed to deliver either to: a) various borrowers or alleged borrowers from EFI, or b) others who were supposed to, in turn, deliver that equipment to such borrowers.

6. EFI is advised, and therefore believes, that on numerous occasions on which Carolyn Horn received money from EFI, she did not deliver any equipment on account of the money she received.

7. The occasions on which Carolyn Horn received money from EFI for which she did not deliver any equipment, including the date, the check number, and the amount of the payment are as follows:

<u>Date</u>	<u>Check Number</u>	<u>Amount</u>	<u>Exhibit</u>
April 20, 2004	5404	\$57,500.00	A
July 26, 2005	6756	\$73,500.00	B
August 12, 2005	6806	\$27,000.00	C
August 30, 2005	6860	\$40,000.00	D
September 13, 2005	Wire	\$98,000.00	E
November 15, 2005	7072	\$73,000.00	F
December 2, 2005	7152	\$69,500.00	G
January 6, 2006	7240	\$110,000.00	H
January 23, 2006	7295	\$66,250.00	I
February 1, 2006	7322	\$27,500.00	J
February 17, 2006	7390	\$101,350.00	K
March 9, 2006	7431	\$65,000.00	L

March 9, 2006	7434	\$30,000.00	M
April 11, 2006	7526	\$44,000.00	N
May 5, 2006	7611	\$45,600.00	O
October 30, 2006	8140	\$53,500.00	P
December 7, 2006	8236	<u>\$33,000.00</u>	Q
TOTAL:		\$1,014,700.00	

All Exhibits in the above chart except for "C" and "E" are attached hereto and are true and correct copies of EFI checks sent to and negotiated by Carolyn Horn. EFI has not been able to locate a copy of check number 6806, and Exhibit "C" attached hereto is a business record of EFI evidencing the check sent to Carolyn Horn on August 12, 2005 for \$27,000.00. Exhibit "E" is evidence of the wire transfer that EFI sent to Carolyn Horn's account.

8. Carolyn Horn gave no consideration for the payments set forth in Paragraph 7 hereof, totaling \$1,014,700.00, that EFI made.

COUNT I – IMPLIED CONTRACT

9. The averments contained in paragraphs 1 through 8 above are incorporated by reference as if set forth in full.

10. The seventeen payments made by EFI to Carolyn Horn set forth in Paragraph 6 hereof were implicitly loans made to her and intended to be repaid upon demand.

11. Demand has been made upon Carolyn Horn that she repay the amounts advanced to her for her benefit as set forth in Paragraph 7 above, but she has failed and refused to do so

12. The total of the payments made to or for the benefit of Carolyn Horn as set forth in Paragraph 7 above is \$1,014,700.00.

COUNT II – UNJUST ENRICHMENT

13. The averments contained in paragraphs 1 through 12 above are incorporated by reference as if set forth in full.

14. Carolyn Horn has been unjustly enriched by her receipt of \$1,014,700.00 as set forth in Paragraph 7 above, which sum she has failed and refused to repay and for which she gave no consideration.

WHEREFORE, Plaintiff Equipment Finance LLC requests that judgment be entered in its favor and against Defendant Carolyn Horn, d/b/a Carolyn Horn Used Equipment, in the amount of \$1,014,700.

LAMM RUBENSTONE LLC

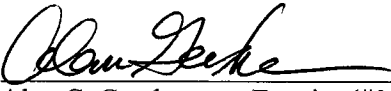
By: 
Alan C. Gershenson, Esquire (#09925)
3600 Horizon Boulevard, Suite 200
Trevose, PA 19053-4900
(215) 638-9330/(215) 638-2867
Attorneys for Plaintiff
Equipment Finance LLC

EXHIBIT “A”

EQUIPMENT FINANCE LLC

118 W. AIRPORT ROAD
LITITZ, PA 17543
(717) 569-8761



Bank of Lancaster County, NA
LANCASTER, PA

5404

60-1356/313

DATE April 20, 2004

PAY Fifty Seven Thousand, Five Hundred and No /100

AMOUNT
\$57,500.00

TO
THE
ORDER
OF

CAROLYN HORN D/B/A CAROLYN HORN USED EQUIPMENT
2177 HORNS VALLEY ROAD
TALADEGA, AL 35160

04/22/04 E2132 T2133 P28 0425632212

MEMO

Carolyn Horn S-V-P

SECURITY
FEATURES

005404 031313562 07875479 01 0005750000

Account 787547901 Serial 5404 Amount 0000057500.00 Date 04-23-2004

0417803987 0001776911 R001
052206456 000 04/23/2004
0410000062 P28 04/23/2004
0410000062 P28 04/23/2004
ENT=165 ENT=165 P28 04/23/2004 PK=28
0425632212

Carolyn Horn SVP

Buyer - Johnny L. Slay - Rel - 776 - cust - 7108
Seller - Slay Equipment

EXHIBIT “B”

EQUIPMENT FINANCE LLC

118 W. AIRPORT ROAD
LITITZ, PA 17543
(717) 569-8761



Bank of Lancaster County, NA
LANCASTER, PA

6756

60-1358/313

DATE July 26, 2005

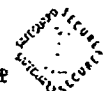
PAY Seventy Three Thousand, Five Hundred and No /100

AMOUNT
\$73,500.00

TO THE ORDER OF CAROLYNN HORN USED EQUIPMENT

MEMO

[Signature] SA-VP



THIS DOCUMENT CONTAINS SENSITIVE INFORMATION. TOUCHING OR PRESSING HERE WILL DESTROY THE IMAGE. IT WILL REAPPEAR WITH HEAT. IT

⑈006756⑈ ⑆031313562⑆ 07⑈875479⑈01⑈ ⑆0007350000⑆

Account 787547901 Serial 6756 Amount 0000073500.00 Date 07-29-2005

0816276727

07282005

0610-0004576951 R001

ENT=4343 TRC=4335 PK=17

07282005

0610-0004576951 R001

NT=1712 TRC=1712 PK=12

FNB >062200961< PKT06
1000120082 07/27/2005
Acct 1041339

Carolyn Horn Used Equip

Buyer = Raymond E. Russell = Rel # 481 cust = 1903
eller = Slay Equipment

EXHIBIT “C”

Summary of Proceeds

For Contracts Purchased

EFI Contract #: 19742

Buyer:

Dustin R Long

Seller:

Wiley Spann d/b/a Forestry Equipment and Products

Check Number: 6806	Payable to CAROLYN HORN EQUIPMENT	\$27,000.00
Check Number: 6807	Payable to J & B EQUIPMENT	\$72,000.00
Check Number: 6808	Payable to WILEY SPANN D/B/A FORESTRY EQUIPMENT AND PRO	\$17,000.00

Checks Written: 8/12/2005

Total Distributions: \$116,000.00

EXHIBIT “D”

EQUIPMENT FINANCE LLC
118 W. AIRPORT ROAD
LITITZ, PA 17543
(717) 569-8761



Bank of Lancaster County, NA
LANCASTER, PA

6860

60-1356/313

DATE August 30, 2005

PAY Forty Thousand, and No /100

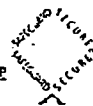
AMOUNT
\$40,000.00

TO
THE
ORDER
OF

CAROLYN HORN USED EQUIPMENT
2177 HORNS VALLEY ROAD
TALLADEGA, AL 35160

MEMO

M. J. Schlegel S.A.V.P.



⑈006860⑈ ⑆031313562⑆ 07⑈875479⑈01⑈

⑈0004000000⑈

Account 787547901 Serial 6860 Amount 0000040000.00 Date 09-02-2005

1015449206 0004755421 R001
09012005 075 09/02/2005
09012005 FRB-PHILA
09012005 TRS-LA 4 PK=03
ENT=1226 TRC=1226 PK=12

FNB >062200961< PKT01
1100020091 08/31/2005
Acct 1041339

0913157530
09012005
0610-0014-5
ENT=3658 TRC=3658 PK=17

Carolyn Horn Used Eq

Buyer: Robert Kittrell - Ref #577 - cust#372

Seller: Wiley Spann

601-989-2670

158 Beagle Ln

Benton MS - 39476-2769

EXHIBIT “E”

WILEY SPANN D/B/A
FORESTRY EQUIPMENT AND PRODUCTS
709 Meadowbrook Drive
Andalusia, AL 36420
September __, 2005

EQUIPMENT FINANCE LLC
P.O. Box 5366
Lancaster, PA 17606-5366

Re: Larry Dean McClain

Gentlemen:

I hereby authorize and direct you to make the following distribution of the proceeds of \$116,000.00, please pay:

\$98,000.00 - to Carolynn Horn Used Equipment, 2177 Horn Valley Road, Talladega, AL 35160, to complete the purchase of:
One (1) CATERPILLAR Dual Arch Grapple Skidder, Mdl 525DA, S/N 1DN01554
One (1) CATERPILLAR Grapple Skidder, Mdl 515, S/N 4LR0623
One (1) HYDRO AX Feller Buncher, Mdl 411EX, S/N 6039

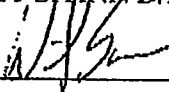
\$18,000.00 - to Point A Logging and Timber, 25989 Sunnyside Street, Red Level, AL 36474, to complete the purchase of:
One (1) PRENTICE Log Loader, Mdl 210D, S/N 51331

\$116,000.00 - TOTAL

Sincerely,

WILEY SPANN D/B/A FORESTRY EQUIPMENT AND PRODUCTS

By



Witness

EXHIBIT “F”

EQUIPMENT FINANCE LLC
118 W. AIRPORT ROAD
LITITZ, PA 17543
(717) 569-8781



Bank of Lancaster County, NA
LANCASTER, PA

7072

60-1356/313

DATE November 15, 2005

PAY Seventy Three Thousand, and No /100

AMOUNT
\$73,000.00

TO THE ORDER OF CAROLYN HORN USED EQUIPMENT
2177 HORNS VALLEY ROAD
TALLADEGA, AL 35160

[Signature] S.V.P.

MEMO

THIS DOCUMENT CONTAINS HEAT SENSITIVE INK - TOUCH OR PRESS HERE - RECO IMAGE DISAPPEARS WITH HEAT

007072 0313135621 07875479001 0007300000

Account 787547901 Serial 7072 Amount 0000073000.00 Date 11-21-2005

14114878678
03112005
00000040 PRE-PAID
00000000 TRC=3594 PK=08
1015437951
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0610-0014-6
ENT=3688 TRC=3594 PK=17

FNB >062200961< PKT01
1100010154 11/17/2005
Acct 1041339

*Carolyn Horn Used
for Deposit*

yer = Troy Walley - Rel = 851 - Cust = 8419
ler = Willy Penn

EXHIBIT “G”

Buyer - Laman Grissett. Pel - 511 - cust 2377-2015
ealer - Wiley Spann

EXHIBIT “H”

EQUIPMENT FINANCE LLC

118 W. AIRPORT ROAD
LITITZ, PA 17543
(717) 569-8761



Bank of Lancaster County, NA
LANCASTER, PA

7240

60-1358/313

DATE January 6, 2006

PAY One Hundred Ten Thousand, and No /100

AMOUNT

\$110,000.00

TO
THE
ORDER
OF

CAROLYN HORN USED EQUIPMENT
2177 HORNS VALLEY ROAD
TALLADEGA, AL 35160

MEMO

[Signature] SVP

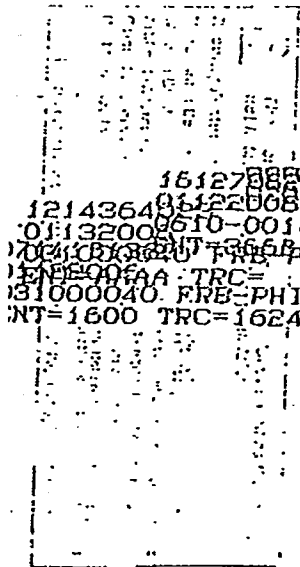


THIS DOCUMENT CONTAINS HEAT SENSITIVE INK - TOUCH OR PRESS HERE - RED IMAGE DISAPPEARS WITHIN 10"

⑈007240⑈ ⑆031313562⑆ 07⑈875479⑈01⑈

⑈0011000000⑈

Account 787547901 Serial 7240 Amount 0000110000.00 Date 01-13-2006



FNB >042200941< PKT01
1100030094 01/11/2006
Acct 1041339

161270886901391 R003
01/13/2006

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1100000000 FNB PHILA TRC= PK=12
0310000040 FNB PHILA
NT=1600 TRC=1624 PK=03

Carolyn Horn Used Equip

ayer Jody F Spenn - Rel # = 758 * Cust 7075 - 201971
eller - Sloy Equipment

EXHIBIT “I”

EQUIPMENT FINANCE LLC
118 W. AIRPORT ROAD
LITITZ, PA 17643
(717) 569-8761

Bank of Lancaster County, NA.
LANCASTER, PA

7295

60-1356/313

DATE January 23, 2006

PAY Sixty Six Thousand, Two Hundred Fifty and No /100

AMOUNT
\$66,250.00

TO
THE
ORDER
OF
CAROLYNN HORN
2177 HORNS VALLEY ROAD
TALLADEGA, AL 35160

MEMO

[Signature] S.A. KR

VOID
IF
COPIED
OR
REPRODUCED

THIS DOCUMENT CONTAINS HEAT SENSITIVE INK - TOUCH OR PRESS HERE - INK WILL DISAPPEAR WITH HEAT

⑈007295⑈ ⑆031313562⑆ 07⑈875479⑈01⑈

⑈0006625000⑈

Account 787547901 Serial 7295 Amount 0000066250.00 Date 01-26-2006

111285900617395232
01262006012520061994481 R001
03100004051010072131/25/2006
ENT=1260 TRC=3605 PK=17
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ENT=1260 TRC=1260 PK=03

FNB >062200961< PKT04
1100070150 01/24/2006
Acct 1041339

*Carolyn Horn
for Equip. only*

James R Brasher - Rel # 883 - Cust # 734-200412

Slay Equipment

EXHIBIT “J”

EQUIPMENT FINANCE LLC

118 W. AIRPORT ROAD
LITITZ, PA 17543
(717) 869-8761



Bank of Lancaster County, NA
LANCASTER, PA

7322

60-1358/313

DATE February 1, 2006

PAY Twenty Seven Thousand, Five Hundred and No /100

AMOUNT
\$27,500.00

TO
THE
ORDER
OF

CAROLYN HORN
2177 HORNS VALLEY ROAD
TALLEDEGA, AL 35160

MEMO

[Signature]



THIS DOCUMENT CONTAINS HEAT SENSITIVE INK. TOUCH OR PRESS HERE. RED INK MARKS DISAPPEAR WITH HEAT.

⑈007322⑈ ⑆031313562⑆ 07⑈875479⑈01⑈

⑈0002750000⑈

Account 787547901 Serial 7322 Amount 0000027500.00 Date 02-06-2006

1717068800429131 R005 - FNB >062200961< PKT04
020620065 82/06/2006 1000070196 02/03/2006
0914793000-0014-6 Acct 1041339
0206200ENT=4123 TRC=4077 PK=19
031000040 FRB PHILA
ENT=1223 TRC=1225 PK=12

[Handwritten signature]
for Dep. only

xger = Anthony Morcen J2 - Rel # 637
elker = Stag Equipment.

EXHIBIT “K”

EQUIPMENT FINANCE LLC

118 W. AIRPORT ROAD
LITITZ, PA 17543
(717) 569-8761



Bank of Lancaster County, NA
LANCASTER, PA

7390

60-1356/313

DATE February 17, 2006

PAY One Hundred One Thousand, Three Hundred Fifty and No /100

AMOUNT
\$101,350.00

TO
THE
ORDER
OF
CAROLYNN HORN USED EQUIPMENT
2177 HORNS VALLEY ROAD
TALLADEGA, AL 35160

[Signature] Sr VP.

MEMO

THIS DOCUMENT CONTAINS SENSITIVE INFORMATION. TOUCH OR PRESS HERE. NO IMAGE WILL APPEAR WITHIN HEAT.

⑈007390⑈ ⑈031313562⑈ 07⑈875479⑈0⑈

⑈0010135000⑈

Account 787547901 Serial 7390 Amount 0000101350.00 Date 02-24-2006

14103-0031637261 F001
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081594583U-0014-6
12232006 RT=4131 TRC=4131 PK=17
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02222006 TRC=1459 PK=12

FNB >062200961< PKT02
1200050007 02/21/2006
Acct 1041339

*Carolyn Horn Used Equip
for Dep Entry*

ser = Eddie Joe Walker - Rd # 940 - cust # 8402-20322

ser = Wiley Spann

EXHIBIT “L”

ORIGINAL DOCUMENT PRINTED ON CHEMICAL REACTIVE PAPER WITH MICROPRINTED BORDER. SEE REVERSE SIDE FOR COMPLETE SECURITY FEATURES.

EQUIPMENT FINANCE LLC
118 W. AIRPORT ROAD
LITITZ, PA 17543
(717) 569-8761

Bank of Lancaster County, NA
LANCASTER, PA

7431

60-1356/313

DATE March 9, 2006

PAY Sixty Five Thousand, and No /100

AMOUNT \$65,000.00

TO THE ORDER OF CAROLYNN HORN

MEMO

[Signature]

THIS DOCUMENT CONTAINS HEAT SENSITIVE INK. TOUCH OR PRESS HERE TO REVEAL A GENUINE PAPER WITH HEAT.

⑈007431⑈ ⑆031313562⑆ 07⑈875479⑈01⑈ ⑆0006500000⑆

Account 787547901 Serial 7431 Amount 0000065000.00 Date 03-13-2006

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031000040 FRB-PRIER 03/13/2006
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FNB >062200961< PKT02
1100010009 03/10/2006
Acct 1091339

1018851749
03132006
0610-0014-6
ENT=4146 TRC=3749 PK=19

Carolyn Horn
with Henry

Buyer = Henry Shell - Rel # 926. Cust # 7144-20353
Seller = Culey Spann

EXHIBIT “M”

ORIGINAL DOCUMENT PRINTED ON CHEMICAL REACTIVE PAPER WITH MICROPRINTED BORDER. SEE REVERSE SIDE FOR COMPLETE SECURITY FEATURES.

EQUIPMENT FINANCE LLC

118 W. AIRPORT ROAD
LITITZ, PA 17543
(717) 569-8761



Bank of Lancaster County, NA
LANCASTER, PA

7434

60-1356/313

DATE March 9, 2006

PAY Thirty Thousand, and No/100

AMOUNT
\$30,000.00

TO THE
ORDER OF
CAROLYNN HORN

MEMO

[Signature] S. V. R.
SECURITY FEATURES

THIS DOCUMENT CONTAINS HEAT SENSITIVE INK. TOUCH OR RIP HERE. RED INK IMAGE DISAPPEARS WITH HEAT.

⑈007434⑈ ⑆031313562⑆ 07⑈875479⑈01⑈

⑈000300000⑈

Account 787547901 Serial 7434 Amount 0000030000.00 Date 03-13-2006

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03132006 0002403861 R004
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1100040670 03/10/2006
Acct 1041339.

018851750
03132006
0610-0014-6
ENT=4146 TRC=3749 PK=19

Carolynn Horn
for deposit only

Buyer = JP IVY JR - Rel: 871- Cust # 2908
Seller = Stacy Equipment

EXHIBIT “N”

EQUIPMENT FINANCE LLC

118 W. AIRPORT ROAD
LITITZ, PA 17543
(717) 569-8761Bank of Lancaster County, NA
LANCASTER, PA

60-1356/313

7526

DATE April 11, 2006

PAY Forty Four Thousand, and No /100

AMOUNT

\$44,000.00

TO THE ORDER OF CAROLYN HORN USED EQUIPMENT
2177 HORNS VALLEY ROAD
TALLADAGA, AL 35160

MEMO

MICROPRINTED
SECURITY FEATURES
INCL

THIS DOCUMENT CONTAINS HEAT SENSITIVE INK. TOUCH OR PRESS HERE - REG IMAGE DISAPPEARS WITH HEAT.

⑈007526⑈ ⑆031313562⑆ 07⑈875479⑈01⑈

⑈0004400000⑈

Account 787547901 Serial 7526 Amount 0000044000.00 Date 04-20-2006

112344204
4202006
31000040 FRB-PHILA
⑈T=1403 TRC=1403 PK=03 ⑈0001
⑈410860198 ⑈03 04/20/2006
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ENT=3857 TRC=3942 PK=17FNB >062200961< PKT01
1100020206 04/18/2006
Acct 1041339*Carolyn Horn Used Equip
for Equip only*

yes Terrance D Bryant - Rel = 885 - cust 737

yes - Wiloy Spann

EXHIBIT “O”

EQUIPMENT FINANCE LLC

118 W. AIRPORT ROAD
LITITZ, PA 17543
(717) 669-8761



Bank of Lancaster County, NA
LANCASTER, PA

7611

60-1356/313

DATE May 5, 2006

PAY Forty Five Thousand, Six Hundred and No /100

AMOUNT
\$45,600.00

TO THE ORDER OF
CAROLYNN HORN USED EQUIPMENT
2177 Horns Valley Road, Talladega, AL 35160

[Handwritten Signature]

MEMO

⑈007611⑈ ⑆031313562⑆ 07⑈875479⑈01⑈

⑈0004560000⑈

Account 787547901 Serial 7611 Amount 0000045600.00 Date 05-12-2006

0513326088
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0511200610-001456
0511200610-001456
0511200610-001456
ENT=1391 TRC=1393 PK=12

FNU >062200961< PK101
1100020177 05/10/2006
Recd 1041339

*Carolyn Horn Used Eq
for corp only*

Buyer = Timothy Stallworth - Ref: 907 - Cust: 7146

Seller = Wiley Spann

EXHIBIT “P”

This is a LEGAL COPY of
your check. You can use it
the same way you would
use the original check.

10610001463 11/01/2006 2202563120 0213952072

8140

E Bank of Lancaster County, PA
LANCASTER, PA

EQUIPMENT FINANCE LLC
11111 AIRPORT ROAD
LITZ, PA 17543
(717) 564-4761

62-1356212

DATE October 30, 2006

PAY Fifty Three Thousand, Five Hundred and No /100

AMOUNT
\$53,500.00

TO THE ORDER OF
CAROLYNN HORN USED EQUIPMENT
2177 HORNS VALLEY ROAD
TALLADEGA, AL 35160

MEMO

[Signature] S.A.R.

00041404 0313135621 07-875479-01 0005350000

11-0008 14011

4:03 13 13 56 21:

07-875479-01

0005350000

Account 787547901 Serial 8140 Amount 0000053500.00 Date 11-02-2006

6091.54

ENT-4757 IRC-4760 PK-01

FMB 7062E007615 PHT01
 1124914041 00/31/2006
 Desc 1041334

Deputy Handbook ES
for Day only

061000346 11/01/2006
0213752072
061000146 11/01/2006
6116083180
031000040 11/01/2006
6211368297
031000040 11/01/2006
6311408207

↓Do not endorse or write below this line.↓

yer = Anthony P Scoggins - Rel 880 - Cust 7166-21020
2001 - Wiley Spann -

EXHIBIT “Q”

Account 787547901 Serial 8236 Amount 0000033000.00 Date 12-14-2006

↓ Do not endorse or write below this line. ↓